



NORTH DAKOTA
PROFESSIONAL CORPORATION
ARTICLES OF INCORPORATION
SECRETARY OF STATE
SFN 13002w (13002 + 7974) (06-2006)

FOR OFFICE USE ONLY

ID Number:	
WO Number:	
Filed:	By:

FILING FEES

Filing	30.00
Consent of Registered Agent	10.00
Minimum License Fee	50.00
Additional License Fees:	
(Equal to \$10.00 for every additional	
\$10,000 in excess of \$50,000)	

ATTACHMENTS

Articles of Incorporation must be accompanied by:

- Registered Agent Consent
- A certificate from the regulating board of the profession involved certifying that each of the directors and shareholders are licensed to practice the profession

The undersigned natural persons of the age of eighteen years or more, acting as incorporators, adopt the following Articles of Incorporation according to North Dakota Century Code, Chapter 10-31.

TYPE OR PRINT LEGIBLY

SEE REVERSE SIDE FOR FEES, FILING AND MAILING INSTRUCTIONS.

Article 1. Name of Corporation:						
Article 2.A. Name of Registered Agent:				B. Federal ID/Social Security # of Registered Agent:		
C. Complete Address of Registered Agent: (Street/RR, PO Box, City, State, Zip+4) May not be only a post office box.						
Article 3. The corporation shall be effective: (check one) <input type="checkbox"/> When filed with the Secretary of State <input type="checkbox"/> Later on _____ (month, day, year)						
Article 4. The profession to be practiced by the professional corporation:						
Article 5.A. Aggregate number of shares the corporation has authority to issue:				B. Par value per share authorized by corporation:		
C. If shares are divided into classes, they are classified as follows:						
Class		# of Shares		Par Value per share		
Article 6. Other provisions elected for inclusion:						
Article 7. The names and residence addresses of all original shareholders who will practice the profession:						
NAME		Street/RR	PO Box	City	State	Zip+4
Article 8. The name and address of each incorporator:						
NAME		Street/RR	PO Box	City	State	Zip+4
"The above named incorporators, have read the foregoing Articles of Incorporation, know the contents, and believe the statements made therein to be true."						
Signature:				Date:		
Signature:				Date:		
Name of person to contact about this report:		E-Mail Address:		Daytime telephone # and extension, if any:		

NORTH DAKOTA PROFESSIONAL CORPORATION ARTICLES OF INCORPORATION

North Dakota Century Code, Chapter 10-31 allows the formation of a professional corporation. A corporation is established when articles of incorporation are filed with the Secretary of State or at a later date as specified in the Articles of Incorporation.

FILING FEES: \$30 + \$10 for the Registered Agent Consent to Serve + license fees (minimum of \$50) based on the authorized shares of the corporation. License fees equal \$10 for every additional \$10,000 in excess of \$50,000. License fees are calculated by multiplying the number of authorized shares by the par value. If shares are authorized without par value, multiply the authorized shares by \$1.

If the corporation selects a corporate name that is the same as or deceptively similar to the name of another organization name registered with the Secretary of State, an additional \$10 is required for filing each consent to use of name. (Checks must be payable to "Secretary of State" and must be for U.S. negotiable funds. Payment may also be made by credit card using VISA, Master Card, or Discover.)

ATTACHMENTS:

Registered Agent Consent To Serve: Articles of Incorporation must be accompanied by a signed consent of the registered agent named in article 2.

Certificate from Licensing Board: A professional corporation must support the Articles of Incorporation with a certificate from the regulatory board of the profession involved certifying that each of the directors and shareholders are licensed to practice the profession. A copy of an individual's professional license is not acceptable.

The sentence immediately above article 1 is declaring the incorporators as being eighteen years of age and governance under North Dakota Century Code, Chapter 10-31.

The following article numbers correspond to the numbered sections on the front of this form.

ARTICLE 1. Provide the corporate name. The name must be in the English language or in any other language expressed in English letters or characters. The name must include the word "chartered", "limited", or the words "professional corporation", "professional association", or an abbreviation of one of these.

The name may not be the same as, or deceptively similar to, any other corporate name, limited liability company name, trade name, limited partnership name, limited liability limited partnership name, or a name that is in any manner reserved with the Secretary of State.

The name may not include such words as "bank", "banker", or "banking", or any other word or words of like import. (North Dakota Century Code, Section 6-02-01) These words are preserved by North Dakota law for the use by the Bank of North Dakota and state and national banks.

ARTICLE 2.A. Provide the name of the registered agent in North Dakota. A corporation must continuously maintain a registered agent and address in North Dakota. A corporation cannot serve itself as its registered agent. The registered agent may be one of the following:

- a) An individual residing in North Dakota,
- b) A domestic or foreign corporation, or
- c) A domestic or foreign limited liability company.

A corporation or limited liability company appointed as registered agent must be registered with the Secretary of State, be in good standing, and have a business address in North Dakota. If a corporation or limited liability company is named as registered agent, provide the "correct" name of the organization.

ARTICLE 2.B. To properly identify registered agents, the Federal ID number or Social Security number of the registered agent is required.

Privacy: In compliance with N.D.C.C., Section 10-19.1-149.1, social security or Federal ID numbers are not disclosed to the public. They are used by the Secretary of State to maintain accurate corporate files. Therefore, while voluntary disclosure is requested, failure to do so will not result in rejection of the application.

ARTICLE 2.C. Provide the complete address in North Dakota of the registered agent. This address cannot be only a post office box number.

ARTICLE 3. Check the box for the desired effective date. Articles of incorporation may be effective at the time the certificate of incorporation is issued by the Secretary of State or within 90 days after the certificate is issued. If a later date is specified, include the month, day, and year. If neither box is checked, the articles of incorporation will be effective when the Secretary of State issues the certificate of incorporation.

ARTICLE 4. Provide the profession to be practiced by the corporation. A professional corporation may render only one specific type of professional service, and any services ancillary thereto, unless the licensing laws of a profession allow for the combination of more than one professional service.

ARTICLE 5.A. Provide the aggregate (total) number of shares being authorized. A business or farm corporation must be authorized to issue at least one share.

ARTICLE 5.B. Provide the par value authorized for each share, or if the shares are being authorized without par value, state "None" in this section. If the shares are not all authorized with the same par value, leave this line blank and complete Article 5.C.

ARTICLE 5.C. If shares are being classified in different classes or series, summarize the shares by class, the number of shares in each class, and the par value of each class. If the shares are not classified in different classes, leave this line blank.

ARTICLE 6. Provide any articles not otherwise included on this form. State "None" if the corporation doesn't include any optional provisions.

ARTICLE 7. Provide the names and residence addresses of the shareholders. Shareholders must be licensed professionals. If adequate space is not provided, attach a sheet listing additional shareholders.

ARTICLE 8. Provide the names and complete mailing addresses of the incorporators. Only one incorporator is required, and more may be named. Incorporators must be individuals and must be at least eighteen years of age. All incorporators named must sign Article 8.

At the bottom of the form, list the name, e-mail address, and daytime telephone number of a contact person if this office has any questions or needs additional information to file the articles of incorporation.

NORTH DAKOTA PROFESSIONAL CORPORATION ARTICLES OF INCORPORATION (CONTINUED)

ASSISTANCE: If assistance is required to complete the application, call 701-328-2904.

FAX FILING: Documents and Credit Card Payment Authorization may be faxed to 701-328-2992. A faxed filing does not expedite the process of the application in the office of the Secretary of State.

Email: Email is not a secure utility for the transmission of private information or credit card authorizations. **DO NOT EMAIL YOUR DOCUMENT TO THE SECRETARY OF STATE.**

MAILING INSTRUCTIONS: Send documents and filing fees to:

Business Division
Secretary of State
State of North Dakota
600 E Boulevard Ave Dept 108
Bismarck ND 58505-0500

Telephone: 701-328-4284 Toll Free: 800-352-0867 (8-4284) Fax: 701-328-2992 Home Page: www.nd.gov/sos

ANNUAL REPORT: An annual report is required of a professional corporation on August 1st in the year after that in which the articles of incorporation are effective. An annual report form will be mailed to the registered agent.



CREDIT CARD PAYMENT AUTHORIZATION SECRETARY OF STATE SFN 51478 (06-03)

(All items required to complete transaction)

Name:			
Address:		City:	State: Zip Code:
<input type="checkbox"/> VISA <input type="checkbox"/> Master Card <input type="checkbox"/> Discover		Signature: (Required by credit card companies)	
Account Number:	V #	Card Expires: Month Year	Date:
		-	



**REGISTERED AGENT
CONSENT TO SERVE**
SECRETARY OF STATE
SFN 7974 (06-06)

FOR OFFICE USE ONLY

ID#:	
WO#:	
Filed:	By:

SEE REVERSE SIDE FOR FILING AND MAILING INSTRUCTIONS

1. FILING FEE: \$10.00

TYPE OR PRINT LEGIBLY

2. Name of the organization for which the registered agent is to serve (corporation, limited liability company, limited liability partnership, limited partnership, limited liability limited partnership or real estate investment trust):	
3. Name of the registered agent:	
4. Registered agent is (Check one) <input type="checkbox"/> An individual North Dakota resident <input type="checkbox"/> A corporation <input type="checkbox"/> A limited liability company <input type="checkbox"/> A limited liability partnership	5. Federal ID # or social security # of registered agent:
6. According to state law, the newly appointed registered agent must sign a statement of consent to serve in that capacity (see instruction number 6 for authorized signers). "The undersigned, as the newly appointed registered agent for the organization named in number 2, consents to act as the registered agent for this organization until a change or resignation is submitted to the Secretary of State according to the provisions of North Dakota state law." Signature of Registered Agent: _____ Date: _____	

INSTRUCTIONS FOR REGISTERED AGENT CONSENT TO SERVE

The following organizations must continuously maintain a registered agent on file with the Secretary of State.

- a) Domestic and foreign business corporations
- b) Domestic and foreign nonprofit corporations
- c) Domestic and foreign professional corporations
- d) Domestic farm corporations
- e) Domestic farm limited liability companies
- f) Domestic and foreign limited liability companies
- g) Domestic and foreign professional limited liability companies
- h) Domestic and foreign limited liability partnerships
- i) Domestic and foreign limited partnerships
- j) Domestic and foreign limited liability limited partnerships
- k) Real estate investment trusts

A consent signed by the appointed registered agent is required with the appointment.

The following numbers correspond to the numbered sections on the front of this form.

1. **FILING FEE: \$10.00.** This fee is in addition to that required for the documents in which the registered agent appointment is included. (Checks must be payable to "Secretary of State" and must be for U.S. negotiable funds. Payment may also be made by credit card using VISA, Master Card, or Discover).
2. Provide the correct name of the organization for which the appointed registered agent is to serve. (Punctuation and abbreviations must be consistent with the correct organization name.)
3. Provide the name of the registered agent. The format of the name must be consistent with that on the documents on which the appointment of the registered agent is declared. If a corporation, limited liability company, or limited liability partnership is named as the registered agent, provide the organization's correct name. (Punctuation and abbreviations must be consistent with the correct organization name.)
4. Indicate the appropriate status of the registered agent. **An individual residing in North Dakota** may serve as registered agent for any organization, **or another organization** may serve as registered agent. However, an organization **may not serve itself as its own registered agent.** A corporation or limited liability company may serve as the registered agent for another corporation, a limited liability company, a limited liability partnership, a limited partnership, a limited liability limited partnership, or a real estate investment trust. A limited liability company may serve as the registered agent for another limited liability company, a corporation, a limited liability partnership, a limited partnership, a limited liability limited partnership, or a real estate investment trust. A limited liability partnership **may only** serve as the registered agent for another limited liability partnership.
5. As applicable, insert the social security number or the Federal ID number.

Privacy: In compliance with North Dakota laws, the numbers are not disclosed to the public. The numbers are used by the Secretary of State to maintain accurate files. Therefore, while voluntary disclosure is requested, failure to do so will not result in the rejection of the Consent to Serve.
6. Whether an individual or an organization, the newly appointed registered agent named in number 2 must sign this consent. If the newly appointed agent is a corporation, limited liability company, or a limited liability partnership, the consent may be signed by an officer, a manager, a partner, or other individual authorized by the organization that is named as the newly appointed registered agent.

ASSISTANCE: If assistance is required to complete the form, contact the Secretary of State.

FAX FILING: A document and Credit Card Payment Authorization may be faxed to 701-328-2992. A faxed filing does not expedite the process of the document in the office of the Secretary of State.

Email: Email is not a secure utility for the transmission of private information or credit card authorizations. **DO NOT EMAIL YOUR DOCUMENT TO THE SECRETARY OF STATE.**

MAILING INSTRUCTIONS: Send the form and filing fee to:

Secretary of State
State of North Dakota
600 E Boulevard Ave Dept 108
Bismarck ND 58505-0500